

## **BOARD OF GOVERNORS – GOVERNANCE COMMITTEE**

### **CONSTITUTION AND TERMS OF REFERENCE**

#### **Constitution Scope and Purpose of the Committee**

The Committee is the prime mechanism through which the Board of Governors ensures that the institution's decisions, policies and practice in relation to matters concerning governance are in full compliance with all statutory requirements, provisions of the Articles of Government, the requirements of and obligations to funding councils and all other relevant bodies, as well as overall organisational goals and good practice.

#### **Duties of the Committee**

The Committee will:

- consider and advise the Board of Governors on the composition and balance of the Board of Governors and its Committees.
- review the range of skills and experience of Governors in the context of the needs of the Board and its sub-committees.
- develop and maintain a suitable database of potential candidates for the Board.
- gather nominations in respect of vacancies on the Board of Governors and to determine and apply the processes whereby such nominations are screened and shortlisted and make recommendations to the Board of Governors.
- review the recommendations of the Chair of the Board regarding the membership of the sub-committees of the Board. To approve the membership of the sub-committees of the Board and to report these annually to the Board at its July meeting.
- review recommendations from the Chair of the Board regarding the chairing of the sub-committees of the Board and to make recommendations to the Board at its July meeting.
- on expiry of the term of office of an independent governor, review the tenure of office of that governor and make recommendations to the independent members of the Board as to the renewal or otherwise of tenure and the period of tenure, if renewed.
- on expiry of the term of office of a co-opted governor who is neither a member of staff nor a student, review the tenure of office of that governor and make recommendations to the Board of Governors as to the renewal or otherwise of tenure and the period of tenure, if renewed.

#### *Board Effectiveness*

- agree the objectives for the Board for the coming year.
- agree a timetable for the Board to consider and review these objectives.

- assess the performance of the Board, monitoring the Board's collective performances and the individual performance of governors.

### *Governance*

- review the operation and make recommendations on Board policies including, but not confined to:
  - Disclosure of interests in the Register of Interests;
  - Code of Practice on Freedom of Speech; and
  - Policy on Public Interest Disclosure (Whistleblowing).

## **Membership**

The Committee comprises:

- Three members of the Board who are neither staff nor student governors;
- A staff governor;
- The Vice-Chancellor (ex-officio);
- The Chair of the Board (ex-officio);
- The Chancellor (ex-officio); and
- The President of the Student Union (ex-officio).

The Chair of the Committee is drawn from among the members who are neither staff nor student governors, selected by the Board of Governors. The Chair serves for a period of office not exceeding one academic year, which is renewable, and has a casting vote.

The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. Such a co-option requires the approval of the Chair of the Board who will report on his/her decision to the Board of Governors.

## **Quorum**

The quorum for meetings of the Committee is four members of whom no more than two may be ex-officio members.

## **Servicing and Support**

This will be provided by the Executive and Governance Services section of the University

## **Attendance at Meetings**

The attendance of any other person at meetings of the Governance Committee requires the approval of the Chair of the Governance Committee upon consultation with the Vice-Chancellor

## **Frequency of Meetings**

The Committee shall meet once per year.

## **Reporting Procedures**

In addition to reporting on nominations and renewal of tenure as they arise, the Governance Committee will submit an annual report to the Board.

**Approved by the Governance Committee on: 7<sup>th</sup> February 2008**

### **Revisions**

<b>Section</b>	<b>Details of revision</b>	<b>Approved on</b>
Membership	Paragraph added: " <i>The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise. Such a co-option requires the approval of the Chairman of the Board who will report on his decision to the Board of Governors.</i> "	7/2/2008
Board effectiveness	'November' amended to 'February'	7/2/2008
Chairmanship	Deleted reference to number of members (three) from whom Chair is drawn	5/2/2009
Throughout	'Chairman' replaced with 'Chair', 'Chairmanship' replaced with 'chairing/Chair of the Committee'	18/05/11
Membership of the Board	Deletion of [to make recommendations to the Board]'...on the Chairmanship of the sub committees' [at its July meeting.]	18/05/11
Conferments	'Group' replaced with 'Committee'	18/05/11

**These Terms of Reference were superseded on:**